

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
(Alexandria Division)**

<b>In re:</b>  <b>GUNNING MOTORS, INC.</b>  <b>Debtor</b>	<b>Case No. 10-11896-RGM</b>
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**APPLICATION TO RETAIN CULBERT & SCHMITT, PLLC AS ATTORNEYS  
FOR THE DEBTOR PURSUANT TO 11 U.S.C. SECTION 327(A)**

Gunning Motors, Inc., Chapter 11 debtor herein (“Debtor”), files this application to employ Ann Schmitt and the firm of Culbert & Schmitt, PLLC (“C&S”) as counsel and in support thereof states as follows:

1. This Chapter 11 case was filed as a voluntary petition on March 13, 2010. Debtor remains in control of its property as a debtor-in-possession.
2. By this Application, the Debtor seeks to employ and retain the firm of C&S as bankruptcy counsel and requests entry of an order pursuant to Section 327(a) of the Bankruptcy Code authorizing it to employ and retain the firm of C&S as counsel to perform legal services that may become necessary during the Chapter 11 case.
3. Ms. Schmitt, a member of C&S, has extensive experience and knowledge in the field of debtors’ and creditors’ rights and reorganizations under Chapter 11 of the Bankruptcy Code.

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Ann E. Schmitt, VSB #22030  
Culbert & Schmitt, PLLC  
30C Catoctin Circle, SE  
Leesburg, VA 20175  
703-737-6377  
aschmitt@culbert-schmitt.com

4. It is anticipated the C&S will render the following services:
  - (a) prepare the schedules of assets and liabilities and the statement of financial affairs;
  - (b) assist in the administrative aspects of the Chapter 11 case;
  - (c) prepare and file pleadings as necessary to use the assets of the estate, to reject or assume leases and to otherwise comply with the provisions of Title 11;
  - (d) to prepare a disclosure statement and plan of reorganization;

5. The attorneys at C&S (a) do not have any connection with the Debtor, its creditors or any party in interest, its respective attorneys and accountants, the United States Trustee or any person employed in the Office of the United States Trustee; (b) are “disinterested persons” as that term is defined in Section 101(14) of the Bankruptcy Code; and (c) do not hold or represent any interest adverse to the estates.

6. Prior to the filing of this case, Debtor paid C&S a retainer of \$7,500, which amount includes the filing fee.

7. Ms. Schmitt’s hourly is \$350.00.
8. C&S will apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges and disbursements incurred in this Chapter 11 case in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the orders of this Court.

9. C&S has agreed to accept as compensation such sums as may be allowed by the Court on the basis of the professional time spent, the rates charged, the necessity for the services to the administration of the estate, the reasonableness of the time within

which the services were performed in relation to the results achieved, and the complexity, importance, and nature of the problems, issues or tasks addressed in this case.

WHEREFORE, the Debtor respectfully requests that the Court enter an order in the form set forth in the attached hereto, authorizing it to retain C&S upon the terms outlined above and granting such other relief as is just and proper.

Dated: March 15, 2010

*/s/ John Gunning*  
John Gunning  
President of Gunning Motors, Inc.

**CERTIFICATE OF SERVICE**

I hereby certify that a true and accurate copy of the foregoing was served this 15th day of March 2010 by first class mail to the Office of the United States Trustee, 115 South Union Street, Alexandria, VA 22314 and on the twenty largest unsecured creditors in this case.

*Ann E. Schmitt*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
(Alexandria Division)**

<b>In re:</b>  <b>GUNNING MOTORS, INC.</b>  <b>Debtor</b>	<b>Case No. 10-11896-RGM</b>
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**DECLARATION OF ANN E. SCHMITT PURSUANT TO BANKRUPTCY RULES  
2014 AND 2016 IN SUPPORT OF APPLICATION TO EMPLOY AND RETAIN  
CULBERT & SCHMITT, PLLC AS ATTORNEYS FOR THE DEBTOR  
PURSUANT TO 11 U.S.C. §§327(a) AND 329**

I, Ann E. Schmitt, declare that:

1. I am a member of the firm of Culbert & Schmitt, PLLC, and my office is located at the Firm's offices at 30C Catoctin Circle SE, Leesburg, Virginia 20175. I am a member in good standing of the bars of the State of Virginia and the District of Columbia and the Court of Appeals for the Fourth Circuit. I submit this declaration pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bank. P. 2014 and 2016 in support of the Application to Employ Culbert & Schmitt, PLLC as attorneys for the Debtors. I have personal knowledge of the matters set forth herein.

2. I have over 28 years of experience as a bankruptcy/creditors' rights attorney and am familiar with the Bankruptcy Code, Bankruptcy Rules and the Rules and procedures of this Court.

3. Neither C&S nor any attorney at the firm is or was an investment banker for any outstanding security of the debtor nor have they been involved in the issuance of any securities of the debtor.

4. C&S does not have an interest materially adverse to the interests of the estate or of any class of creditors.

6. C&S has agreed to be bound by this Court's determination as to allowance of fees and the reimbursement of expenses.

Date: March 15, 2010

*/s/ Ann E. Schmitt*  
Ann E. Schmitt, VBN 22030  
Culbert & Schmitt, PLLC  
30 C Catoctin Circle SE  
Leesburg, Virginia 20175  
[aschmitt@culbert-schmitt.com](mailto:aschmitt@culbert-schmitt.com)  
Proposed counsel to the Debtor

**PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
(Alexandria Division)**

<b>In re:</b>  <b>GUNNING MOTORS, INC.</b>  <b>Debtor</b>	<b>Case No. 10-11896-RGM</b>
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**ORDER AUTHORIZING DEBTOR TO RETAIN CULBERT & SCHMITT, PLLC  
AS ATTORNEYS PURSUANT TO 11 U.S.C. SECTION 327(a) AND 329**

This matter came on upon the Application of Gunning Motors, Inc., the debtor in possession herein, to employ the firm of Culbert & Schmitt, PLLC (“C&S”) as its counsel and it appearing to the Court that the relief requested is appropriate, it is therefore ORDERED that the Debtor is authorized to retain C&S as its counsel under the terms and conditions set forth in the Application, and it is further

ORDERED that payment of all fees and expenses shall be subject review by and approval of this Court.

Date: \_\_\_\_\_  
Alexandria, Virginia

\_\_\_\_\_  
United States Bankruptcy Judge  
Entered on Docket:

I ASK FOR THIS:

*/s/ Ann E. Schmitt*  
Ann E. Schmitt, VBN 22030  
Culbert & Schmitt, PLLC  
30A Catoctin Circle, SE  
Leesburg, VA 20175